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1029 WEST MAGNOLIA STREET
LEESBURG, FLORIDA 34748

December 2, 1998

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Dear Sirs:

Re: LAKE & SUMTER HEARING, INC.

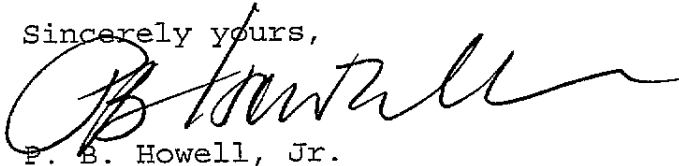
Please find enclosed herewith the following:

1. Original and duplicate original of proposed Articles of Incorporation for the above-named corporation.
2. Certificate of Designation - Registered Agent/Registered Office.
3. Check in the amount of \$70.00.

Please stamp the duplicate original as having been received, and return the same to me, promptly, in the enclosed self-addressed, stamped envelope.

Thank you for this service.

Sincerely yours,



P. B. Howell, Jr.

PBH:sm
Encls.

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
LAKE & SUMTER HEARING, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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The undersigned incorporator hereby forms a corporation under Chapter 607, Florida Statutes.

ARTICLE I
NAME

The name of this corporation is:
LAKE & SUMTER HEARING, INC.

ARTICLE II
GENERAL PURPOSE

The general purpose or purposes for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III
CAPITAL STOCK

The aggregate number of shares of stock which the corporation shall have authority to issue is 5,000 shares of common stock, having a par value of \$1.00 per share.

ARTICLE IV
ADDRESS OF INITIAL REGISTERED OFFICE, PRINCIPAL OFFICE AND
NAME OF INITIAL REGISTERED AGENT

The initial registered office and principal office of this corporation and the name of its initial registered agent at such address are:

CHARLES E. CASH
10401 U.S. Highway 441 South
Leesburg, Florida 34788

ARTICLE V

Pursuant to the provisions of Section 607.111, Florida Statutes, the business of the Corporation shall be managed by

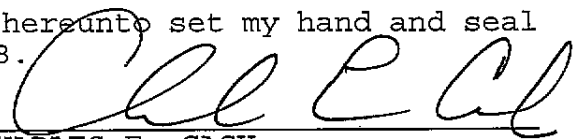
the stockholders of the Corporation, rather than by a Board of Directors.

ARTICLE VI
INCORPORATOR AND OFFICER

The name and address of the incorporator and the initial officer are:

<u>Name & Address</u>	<u>Office</u>
Charles E. Cash 1808 S. W. 48th Lane Cape Coral, Florida 33914	President, Secretary & Treasurer

IN WITNESS WHEREOF, I have hereunto set my hand and seal
this 2nd day of December, 1998.


CHARLES E. CASH
(also as Resident Agent)

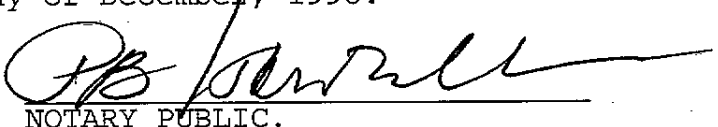
STATE OF FLORIDA
COUNTY OF LAKE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the state and county aforesaid to take acknowledgments, personally appeared CHARLES E. CASH, personally known to me, and to me known to be the person described as the incorporator in and who executed the foregoing Articles Of Incorporation, and he acknowledged before me that he executed the said Articles Of Incorporation.

WITNESS my hand and official seal in the county and state last aforesaid, this 2nd day of December, 1998.



P. B. Howell, Jr.
MY COMMISSION # CC556208 EXPIRES
August 22, 2000
BONDED THRU TROY FAIR INSURANCE, INC.


NOTARY PUBLIC.

Notary Seal/Stamp &
Commission Expiration Date:

AUG. 22, 2000

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:


LAKE & SUMTER HEARING, INC.

The name and address of the registered agent and office is:

CHARLES E. CASH
10401 U.S. Highway 441 South
Leesburg, Florida 34788

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 2ND day of December, 1998.



CHARLES E. CASH